

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF USA MOBILE)	
COMMUNICATIONS, INC. FOR AN)	CASE NO. 94-405
ORDER AUTHORIZING THE ISSUANCE)	
OF NOTES)	

O R D E R

On November 22, 1994, USA Mobile Communications, Inc. II ("USA II") filed its application for authorization pursuant to KRS 278.300 to issue certain notes ("Notes") as described in Exhibit A of the application. The purposes of the Notes are: (i) to function as a necessary component of its merger plan designed to acquire Premier Page, Inc.; (ii) to finance other pending acquisitions; (iii) to redeem USA II's 11% senior secured guaranteed notes due in 1995 and; (iv) to provide financing for the continued expansion of its paging operations. Also in connection with the application, USA II filed a motion to dispense with certain requirements of 807 KAR 5:001, Section 11. USA II has represented that less than one percent of its operations are subject to the Commission's jurisdiction.

The Commission, having considered the evidence of record and being sufficiently advised, finds that the issuance and sale of the Notes by USA II are for lawful objects within the corporate purposes of USA II, are necessary and appropriate for and consistent with the proper performance of USA II's service to the public, and will not impair its ability to perform that service,

and are reasonably necessary and appropriate for such purposes, and should therefore be approved.

IT IS THEREFORE ORDERED that:

1. USA II's motion to dispense with certain requirements of 807 KAR 5:001, Section 11, is granted. USA II is authorized to dispense with the requirements of 807 KAR 5:001, Sections 11(1)(a), 11(2)(a), 11(2)(b), and 11(2)(c), relating to the filing of the original cost of the personal and real property of the applicant; a financial exhibit; copies of trust deeds or mortgages; and engineering maps and plans of the proposed property to be acquired.

2. USA II be and it hereby is authorized pursuant to KRS 278.300 to issue, sell, and assume the obligations of the Notes described in the application.

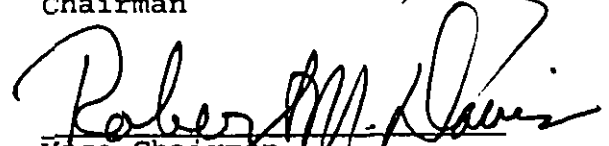
3. The proceeds from the transactions authorized herein shall be used only for the lawful purposes as set out in the application.

Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to securities authorized herein.

Done at Frankfort, Kentucky, this 21st day of December, 1994.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director